

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ORLEANS HOMEBUILDERS, INC., et al.,¹

Reorganized Debtors.

Chapter 11

Case No.: 10-10684 (PJW)

Jointly Administered

Objection Deadline: June 13, 2011 at 4:00 p.m. (ET)

Hearing Date: June 27, 2011 at 11:00 a.m. (ET)

**UNSECURED CREDITOR AGENT'S SIXTH OMNIBUS OBJECTION TO CLAIMS
PURSUANT TO 11 U.S.C. § 502(b), FED. R. BANKR. P. 3007 AND
DEL. BANKR. L.R. 3007-1 (SUBSTANTIVE OBJECTIONS)**

J.H. Cohn LLP, appointed as the Unsecured Creditor Agent (the "Creditor Agent") in the above captioned chapter 11 cases pursuant to Paragraph 6 of the Confirmation Order (as defined herein), by and through its undersigned counsel, hereby files this Sixth Omnibus Objection To Claims Pursuant To 11 U.S.C. § 502(b), Fed. R. Bankr. P. 3007 And Del. Bankr. L.R. 3007-1 (Substantive Objections) (the "Objection") pursuant to which the Creditor Agent requests that the Court enter an Order (i) reducing, disallowing, and/or expunging the claims asserted by the parties listed on the Exhibits hereto, as more specifically set forth herein, and (ii) granting related relief. In support of this Objection, the Creditor Agent relies upon the Declaration Of Clifford A.

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's tax identification number, are: Orleans Homebuilders, Inc. (4323), Brookshire Estates, L.P. (8725), Community Management Services Group, Inc. (6620), Greenwood Financial Inc. (7510), Masterpiece Homes, LLC (1971), OHB Homes, Inc. (0973), OHI Financing, Inc. (6591), OHI PA GP, LLC (2675), OPCNC, LLC (8853), Orleans Arizona Realty, LLC (9174), Orleans Arizona, Inc. (2640), Orleans at Bordentown, LLC (4968), Orleans at Cooks Bridge, LLC (4185), Orleans at Covington Manor, LLC (9891), Orleans at Crofton Chase, LLC (8809), Orleans at East Greenwich, LLC (9814), Orleans at Elk Township, LLC (6891), Orleans at Evesham, LLC (7244), Orleans at Falls, LP (2735), Orleans at Hamilton, LLC (9679), Orleans at Harrison, LLC (4155), Orleans at Hidden Creek, LLC (3301), Orleans at Jennings Mill, LLC (4693), Orleans at Lambertville, LLC (0615), Orleans at Limerick, LP (7791), Orleans at Lower Salford, LP(9523), Orleans at Lyons Gate, LLC (2857), Orleans at Mansfield LLC (1498), Orleans at Maple Glen LLC (7797), Orleans at Meadow Glen, LLC (4966), Orleans at Millstone River Preserve, LLC (8810), Orleans at Millstone, LLC (8063), Orleans at Moorestown, LLC (9250), Orleans at Tabernacle, LLC (9927), Orleans at Thornbury, L.P. (4291), Orleans at Upper Freehold, LLC (3225), Orleans at Upper Saucon, L.P. (3715), Orleans at Upper Uwchlan, LP (8394), Orleans at Wallkill, LLC (2875), Orleans at West Bradford, LP (9481), Orleans at West Vincent, LP (9557), Orleans at Westampton Woods, LLC (8095), Orleans at Windsor Square, LP (9481), Orleans at Woolwich, LLC (9215), Orleans at Wrightstown, LP (9701), Orleans Construction Corp. (0893), Orleans Corporation (8770), Orleans Corporation of New Jersey (5325), Orleans DK, LLC (5308), Orleans RHIL, LP (1938), Parker & Lancaster Corporation (1707), Parker & Orleans Homebuilders, Inc. (5269), Parker Lancaster, Tidewater, L.L.C. (7432), Realen Homes, L.P. (8293), RHGP LLC (8197), Sharp Road Farms Inc. (1871), Stock Grange, LP (4027) and Wheatley Meadows Associates (5459).

Zucker In Support Of The Unsecured Creditor Agent's Sixth Omnibus Objection To Claims (Substantive Objections) (the "Zucker Declaration"), filed contemporaneously herewith. In further support of this Objection, the Creditor Agent respectfully states as follows:

Jurisdiction

1. The Court has jurisdiction to consider this Objection pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b).

2. Venue of this proceeding and this Objection in this District is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 105(a), 502(b), 503(b), 506(a) and 507(a) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"), Rules 3007 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Local Rule 3007-1 of the Local Rules of Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and the General Order Regarding Applicability of Rule 3007(c) of the Amended Federal Rules of Bankruptcy Procedure, dated November 27, 2007 (the "Rule 3007(c) General Order").

Background

4. On March 1, 2010 (the "Petition Date"), the above-captioned reorganized debtors (the "Debtors" or "Reorganized Debtors" as appropriate) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases") with the United States Bankruptcy Court for the District of Delaware (the "Court").

5. On March 3, 2010, the Court entered an Order directing the joint administration of the Debtors' Chapter 11 Cases under the case of Orleans Homebuilders, Inc., Case No. 10-10684.

6. On March 15, 2010, the Office of the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) for these Chapter 11 Cases.

7. On April 12, 2010, each of the Debtors filed a Schedule of Assets and Liabilities, which were subsequently amended on June 8, 2010 (collectively, as amended, the “Schedules”).

8. On June 2, 2010, the Court entered the *Order Granting Debtors’ Motion Pursuant To Bankruptcy Code §§ 105(a), 501, 502, and 1111(a), Bankruptcy Rules 3002(c)(1), 3003(c)(3) and 5005(a), and Local Bankruptcy Rule 2002-1(e) (I) Establishing Deadline For Filing Proofs Of Claim, (II) Approving Proof Of Claim Forms, (III) Approving Mailing And Publication Procedures, And (IV) Granting Other Related Relief* [Docket No. 1103] (the “Bar Date Order”).

9. Pursuant to the Bar Date Order, among other things, the Court established August 9, 2010 at 5:00 p.m. (prevailing Eastern Time) (the “Bar Date”) as the last date and time by which creditors of the Debtors could file a proof of claim against the Debtors’ estates on account of prepetition claims, including claims arising under section 503(b)(9) of the Bankruptcy Code, and the Court established August 30, 2010 at 5:00 p.m. (prevailing Eastern Time) (the “Governmental Unit Bar Date”) as the last date and time by which governmental units asserting prepetition claims against the Debtors could file a proof of claim against the Debtors’ estates on account of prepetition claims.

10. On June 7, 2010, The Garden City Group, Inc. (“Garden City”), the Debtors’ claims and noticing agent, sent notice by first class mail, postage prepaid to all creditors and parties in interest in these Chapter 11 Cases of the establishment of the Bar Date and the Governmental Bar Date and other related procedures. As a result, over 2,100 proofs of claim were filed against the Debtors, including some proofs of claim that are the subject of this Objection.

11. On August 12, 2010, the Debtors filed the *Debtors' Joint Plan Of Reorganization* [Docket No. 1821] and the *Disclosure Statement To Accompany Debtors' Joint Plan of Reorganization* [Docket No. 1822].

12. On September 27, 2010, the Debtors filed the *Debtors' First Amended Joint Plan Of Reorganization* [Docket No. 2153] and the *First Amended Disclosure Statement To Accompany Debtors' First Amended Joint Plan Of Reorganization* [Docket No. 2152].

13. On October 1, 2010, the Debtors filed the *Debtors' Modified First Amended Joint Plan Of Reorganization* [Docket No. 2217] and the *Modified First Amended Disclosure Statement To Accompany Debtors' Modified First Amended Joint Plan Of Reorganization* [Docket No. 2216] (the "Disclosure Statement").

14. On October 4, 2010, the Court entered that certain *Order (A) Approving Disclosure Statement, (B) Scheduling Hearing to Consider Plan Confirmation, (C) Establishing Deadline For Objecting to Plan, (D) Approving Form Of Ballots And Other Solicitation Forms, (E) Approving Voting Deadline, Voting Procedures, Tabulation Procedures, And Solicitation Procedures, And (F) Approving Form And Manner Of Notices* [Docket No. 2220] (the "Disclosure Statement Order"). Pursuant to the Disclosure Statement Order, all objections to the Plan were to be filed on or before November 5, 2010 by 5:00 p.m. (prevailing Eastern Time) and all votes for or against the Plan were to be cast on or before November 9, 2010 by 5:00 p.m. (prevailing Eastern Time).

15. On November 19, 2010, the Debtors filed the *Debtors' Second Amended Joint Plan Of Reorganization* [Docket No. 2593].

16. On November 29, 2010, the Debtors filed the *Debtors' Modified Second Amended Joint Plan Of Reorganization* [Docket No. 2638] (the "Plan").

17. On December 1, 2010, after a hearing to consider, among other things, confirmation of the Plan, the Court entered the *Order Confirming Debtors' Second Amended Joint Plan Of Reorganization* [Docket No. 2656] (the "Confirmation Order").

18. Pursuant to the Confirmation Order, among other things, the Chapter 11 Cases were substantively consolidated. Confirmation Order ¶ 59.

19. Pursuant to § 1.39 of the Plan, the Claims Objection Bar Date (as defined in the Plan) is the date on or before the later of: (i) the 90th day following the Effective Date; (ii) the 90th day after the date such Claim (as defined in the Plan) is timely filed; or (iii) such later date as may be established from time to time by entry of an order by the Bankruptcy Court establishing the last date for filing objections to claims. On April 20, 2011, the Court entered the *Order Granting The Motion Of The Unsecured Creditor Agent To Extend The Claims Objection Bar Date* [Docket No. 3164], thereby extending the Claims Objection Bar Date to and including November 11, 2011.

20. In the ordinary course of business, the Debtors maintain books and records (the "Books and Records") that reflect, among other things, the Debtors' liabilities and the amounts thereof owed to their creditors.

21. The Debtors' register of claims (the "Claims Register"), prepared and provided by Garden City, reflects that as of November 20, 2010 approximately 2,159 proofs of claim (collectively, the "Proofs of Claim") were filed in these Chapter 11 Cases asserting claims against the Debtors (collectively, the "Claims"). The Creditor Agent and its advisors are comprehensively reviewing and reconciling all Proofs of Claim (including any supporting documentation) filed in these Chapter 11 Cases. The Creditor Agent is also comparing the

Proofs of Claim with the Debtors' Books and Records to determine the validity of the asserted Claims.

22. This reconciliation process includes identifying particular categories of Claims that may be targeted for disallowance and expungement, reduction and allowance, or reclassification and allowance. To reduce the number of Claims, and to avoid possible double recovery, or otherwise improper recovery by claimants, the Creditor Agent anticipates filing several omnibus objections to such categories of Claims. This Objection is one such omnibus objection.

23. On December 3, 2010, the Committee filed the: (i) *Official Committee Of Unsecured Creditors' First Omnibus Objection To Claims Pursuant To 11 U.S.C. 502(b), Fed. R. Bankr. P. 3007 And Del. Bankr. L.R. 3007-1 (Non-Substantive Objections) (Duplicative Claims)* [Docket No. 2682] (the "Committee's First Omnibus Objection"); (ii) *Official Committee Of Unsecured Creditors' Second Omnibus Objection To Claims Pursuant To 11 U.S.C. 502(b), Fed. R. Bankr. P. 3007 And Del. Bankr. L.R. 3007-1 (Non-Substantive Objections) (Duplicative Claims)* [Docket No. 2684] (the "Committee's Second Omnibus Objection"); (iii) *Official Committee Of Unsecured Creditors' Third Omnibus Objection To Claims Pursuant To 11 U.S.C. 502(b), Fed. R. Bankr. P. 3007 and Del. Bankr. L.R. 3007-1 (Non-Substantive Objections)* [Docket No. 2689] (the "Committee's Third Omnibus Objection"); (iv) *Official Committee Of Unsecured Creditors' Fourth Omnibus Objection To Claims Pursuant To 11 U.S.C. 502(b), Fed. R. Bankr. P. 3007 and Del. Bankr. L.R. 3007-1 (Non-Substantive Objections) (Duplicative Claims)* [Docket No. 2691] (the "Committee's Fourth Omnibus Objection"); and the (v) *Official Committee Of Unsecured Creditors' Fifth Omnibus Objection To Claims Pursuant To 11 U.S.C.*

502(b), Fed. R. Bankr. P. 3007 And Del. Bankr. L.R. 3007-1 (Non-Substantive Objections) [Docket No. 2693] (the “Committee’s Fifth Omnibus Objection”).²

24. On January 4, 2011, the Court entered orders granting the Committee’s Second Omnibus Objection [Docket No. 2810], the Committee’s Fourth Omnibus Objection [Docket No. 2811], and the Committee’s Fifth Omnibus Objection [Docket No. 2815], each with minor amendments.

25. On January 7, 2011, the Court entered orders granting the Committee’s First Omnibus Objection [Docket No. 2846] and the Committee’s Third Omnibus Objection [Docket No. 2847].

26. On February 14, 2011 (the “Effective Date”), the Plan went effective and the Committee was dissolved.

27. Pursuant to § 6.13 of the Plan, the Unsecured Creditor Agent (as defined in the Plan) is authorized to object to the allowance of any Class 3 Claim (as defined in the Plan).

Relief Requested

28. By this Objection, the Creditor Agent seeks entry of an Order pursuant to section 502(b) of the Bankruptcy Code, Rules 3001 and 3007 of the Bankruptcy Rules and Rule 3007-1 of the Local Rules to reduce, disallow, and/or expunge, the claims identified on the Exhibits to this Objection (collectively, the “Disputed Claims”).

A. Books & Records

29. The Creditor Agent has determined, after reconciling the Disputed Claims which are the subject of this Objection, that the Disputed Claims set forth on **Exhibit “A”** (the

² On February 16, 2011, the Creditor Agent substituted as the party in interest in the Committee’s stead with regard to the Committee’s First Omnibus Objection, Committee’s Second Omnibus Objection, Committee’s Third Omnibus Objection, Committee’s Fourth Omnibus Objection, and Committee’s Fifth Omnibus Objection. See Docket No. 3001.

“Overstated Claims”) are claims that seek an allowed claim in an amount greater than that which is due and owing by the Debtors according to their Books and Records. The grounds for these objections are more particularly described on Exhibit “A”. The Creditor Agent requests that the Court disallow and/or expunge the Overstated Claims for all amounts in excess of the amounts indicated as due and owing.

30. Failure to reduce the Overstated Claims will result in the claimant asserting such Overstated Claim receiving an unwarranted recovery to the detriment of those creditors holding valid Claims against the Debtors’ estates. Accordingly, the Creditor Agent objects to the Overstated Claims and requests entry of an order reducing each of the Overstated Claims as set forth in Exhibit “A”.

B. Insufficient Documentation

31. The Creditor Agent has reviewed each Disputed Claims set forth on Exhibit “B” (the “Unsupported Claims”) for which no supporting documentation was attached to the Proof of Claim filed by the creditor or which does not attach sufficient documentation to constitute *prima facie* evidence of the validity and amount of the claim as contemplated by Bankruptcy Rule 301(f) and do not have a basis in the Debtors’ Books and Records.

32. After reasonable effort to research the Unsupported Claims, the Creditor Agent is unable to determine what amounts, if any, are owed to the claimants. Accordingly, the Creditor Agent objects to each of the Unsupported Claims and requests entry of an order disallowing and/or expunging the Unsupported Claims.

C. Excessive Claims

33. The Creditor Agent has determined, after reconciling the Disputed Claims that are the subject of this Objection, that the Disputed Claims set forth on Exhibit “C” (the “Excessive Claims”) are claims that seek an allowed claim in an amount greater than that which is due and

owing by the Debtors pursuant to orders of this Court, the Bankruptcy Code, and/or the documentation attached to the Disputed Claims. The grounds for these objections are more particularly described on Exhibit “C”. The Creditor Agent requests that the Court disallow and/or expunge the Excessive Claims for all amounts in excess of the amounts indicated as due and owing.

34. Failure to reduce the Excessive Claims will result in the claimant asserting such Excessive Claim receiving an unwarranted recovery to the detriment of those creditors holding valid claims against the Debtors’ estates. Accordingly, the Creditor Agent objects to the Excessive Claims and requests entry of an order reducing each of the Excessive Claims as set forth in Exhibit “C”.

Basis for Relief

35. Section 502(b) of the Bankruptcy Code provides, in relevant part:

the court, after notice and a hearing, shall determine the amount of [a] claim in lawful currency of the United States as of the date of the filing of the petition, and shall allow such claim in such amount, except to the extent that . . .

(1) such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law for a reason other than because such claim is contingent or unmatured . . .

11 U.S.C. § 502(b)(1).

36. Pursuant to § 502(b)(1) of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rule 3007-1, the Court should reduce, disallow, and/or expunge the Disputed Claims set forth on the Exhibits hereto as specifically set forth herein.

Separate Contested Matters

37. To the extent that a response is filed regarding any Disputed Claim listed in this Objection and the Creditor Agent and claimant are unable to resolve the response, each Disputed

Claim and the response to such Disputed Claim shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. In addition, any order entered by the Court regarding an objection asserted in this Objection shall be deemed a separate order with respect to each Claim.

38. To contest a claim objection contained in this Objection, a claimant must file and serve a written response to this Objection (a “Response”) so that it is received no later than 4:00 p.m. (prevailing Eastern Time) on or before **June 13, 2011** (the “Response Deadline”). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 and, at the same time, served upon the Creditor Agent’s counsel at the following address so that it is received by the Response Deadline:

Lawrence J. Kotler
Duane Morris LLP
222 Delaware Ave., Suite 1600
Wilmington, DE 19801-1246

39. Every Response to this Objection must contain, at a minimum, the following information:

- a caption setting forth the name of the Court, the name of the Debtor, the case number and the title of this Objection;
- the name of the claimant and the description of the basis for the amount of the claim; a concise statement setting forth the reasons why the Disputed Claim should not be disallowed, reclassified or reduced for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal basis upon which the claimant will rely in opposing the Objection;
- all documentation or other evidence of the Disputed Claim, to the extent not included with the Proof of Claim previously filed with the Court, upon which the claimant will rely in opposing the Objection at the hearing; and

- the name, address, and telephone number of the person (which may be the claimant or the claimant's legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on behalf of the claimant.

40. If a claimant fails to file and serve a timely Response by the Response Deadline, the Creditor Agent may present to the Court an appropriate order disallowing and/or expunging the Disputed Claim, without further notice to the claimant or a hearing.

Replies to Responses

41. Consistent with Local Rule 9001-1(d), the Creditor Agent may, at its option, file and serve a reply to a Response no later than 4:00 p.m. (prevailing Eastern Time) one day prior to the deadline for filing the agenda on any hearing to consider the Objection (the "Hearing").

Adjournment of Hearing

42. The Creditor Agent reserves the right to seek an adjournment of the Hearing on any Response to the Objection with respect to one or more Disputed Claims that are the subject of this Objection. In the event that the Creditor Agent seeks such an adjournment, it will be noted on the agenda for the Hearing, and such agenda will be served on the affected claimant(s) by serving the person designated in the applicable Response to the Objection.

Reservation of Rights

43. The Creditor Agent expressly reserves the right to amend, modify or supplement this Objection and to file additional objections to any other claims (filed or not) that have been or may be asserted against the Debtors' estates. Should one or more of the grounds of objection stated in this Objection be overruled, the Creditor Agent reserves its rights to assert any other grounds for objection that bankruptcy and/or non-bankruptcy law may permit.

Notice

44. The Creditor Agent has provided notice of this Objection to: (a) each of the claimants and/or their counsel; (b) the Office of the United States Trustee; (c) the Reorganized

Debtors; and (d) all those parties that have requested notice pursuant to Rule 2002 of the Bankruptcy Rules. In light of the nature of the relief requested, the Creditor Agent submits that no further notice is required or needed under the circumstances.

Compliance With Local Rule 3007-1

45. To the best of the Creditor Agent's knowledge and belief, this Objection complies with Local Rule 3007-1 and the Rule 3007(c) General Order. To the extent the Objection does not comply in all respects with the requirements of Local Rule 3007-1 and the Rule 3007(c) General Order, the undersigned believes such deviations are not material and respectfully requests that any such requirement be waived.

No Prior Application

46. No prior application for the relief requested herein has been made to this Court or any other court.

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WHEREFORE, the Creditor Agent respectfully requests that the Court enter an Order, substantially in the form annexed hereto as **Exhibit “D”**, granting the relief requested in the Objection and such other and further relief as may be just and proper.

Dated: May 13, 2011
Wilmington, Delaware

Respectfully submitted,

/s/ Lawrence J. Kotler

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Counsel to the Unsecured Creditor Agent

Exhibit A
Overstated Claims

Exhibit A
Books & Records

| Claimant | Claim Number | Claim Amount | Modified Claim Amount | <u>Reason for Modification</u> |
|----------------------------------|---------------------|---------------------|------------------------------|---|
| 1 1st Choice Contractors | 117 | \$36,063.50 | \$24,296.00 | The Claim filed for \$36,063.50 exceeds the amount of \$24,296.00 set forth in the Debtors' books and records |
| 2 5L Enterprises, Inc. | 970 | \$299,421.00 | \$67,073.00 | The Claim filed for \$299,421.00 exceeds the amount of \$67,073.00 set forth in the Debtors' books and records |
| 3 Advanced Stair Systems-PA, LLC | 333 | \$100,348.56 | \$96,768.00 | The Claim filed for \$100,348.56 exceeds the amount of \$96,768.00 set forth in the Debtors' books and records |
| 4 All Seasons Landscape Mgmt. | 111 | \$67,434.52 | \$54,055.00 | The Claim filed for \$67,434.52 exceeds the amount of \$54,055.00 set forth in the Debtors' books and records |
| 5 Allen A. Myers, Inc. | 1921 | \$122,321.11 | \$0.00 | The Claim filed for \$122,321.11 exceeds the amount of \$0.00 set forth in the Debtors' books and records |
| 6 Allsteel Supply, Inc. | 1347 | \$82,523.41 | \$44,119.00 | The Claim filed for \$82,523.41 exceeds the amount of \$44,119.00 set forth in the Debtors' books and records |
| 7 Alright Concrete Company | 2051 | \$140,129.11 | \$116,910.00 | The Claim filed for \$140,129.11 exceeds the amount of \$116,910.00 set forth in the Debtors' books and records |
| 8 ASC Services & Supply, Inc. | 1916 | \$44,737.60 | \$42,432.00 | The Claim filed for \$44,737.60 exceeds the amount of \$42,432.00 set forth in the Debtors' books and records |
| 9 ASG Inc. t/a Builders Cleanup | 355 | \$119,842.49 | \$112,958.00 | The Claim filed for \$119,842.49 exceeds the amount of \$112,958.00 set forth in the Debtors' books and records |
| 10 Atlas Painting & Drywall | 175 | \$126,751.23 | \$106,334.43 | The Claim filed for \$126,751.23 exceeds the amount of \$106,334.43 set forth in the Debtors' books and records |
| 11 Blythe Development Co. | 943 | \$364,580.80 | \$218,315.00 | The Claim filed for \$364,580.80 exceeds the amount of \$218,315.00 set forth in the Debtors' books and records |
| 12 Brubacher Excavating, Inc. | 1189 | \$536,502.40 | \$506,163.00 | The Claim filed for \$536,502.40 exceeds the amount of \$506,163.00 set forth in the Debtors' books and records |
| 13 Bucks County Electric Works | 1130 | \$139,271.67 | \$118,824.00 | The Claim filed for \$139,271.67 exceeds the amount of \$118,824.00 set forth in the Debtors' books and records |

Exhibit A
Books & Records

| | Claimant | Claim Number | Claim Amount | Modified Claim Amount | Reason for Modification |
|----|---|---------------------|---------------------|------------------------------|---|
| 14 | Builders Prime Window | 313 | \$50,172.75 | \$42,763.00 | The Claim filed for \$50,172.75 exceeds the amount of \$42,763.00 set forth in the Debtors' books and records |
| 15 | Burlington Commercial Floor Covering Inc. | 1260 | \$467,039.14 | \$379,243.00 | The Claim filed for \$467,039.14 exceeds the amount of \$379,243.00 set forth in the Debtors' books and records |
| 16 | Carolina Sunrock LLC | 318 | \$33,180.62 | \$0.00 | The Claim filed for \$33,180.62 exceeds the amount of \$0.00 set forth in the Debtors' books and records |
| 17 | Century Kitchens Inc. | 834 | \$58,803.94 | \$56,079.00 | The Claim filed for \$58,803.94 exceeds the amount of \$56,079.00 set forth in the Debtors' books and records |
| 18 | City Electric Supply | 1064 | \$60,760.67 | \$51,691.00 | The Claim filed for \$60,760.67 exceeds the amount of \$51,691.00 set forth in the Debtors' books and records |
| 19 | County Line Greenhouses, Inc. | 389 | \$66,732.16 | \$39,540.00 | The Claim filed for \$66,732.16 exceeds the amount of \$39,540.00 set forth in the Debtors' books and records |
| 20 | Creative Touch Interiors, Inc. | 1267 | \$242,892.98 | \$206,483.00 | The Claim filed for \$242,892.98 exceeds the amount of \$206,483.00 set forth in the Debtors' books and records |
| 21 | Dan's Overhead Door | 73 | \$33,423.00 | \$26,636.00 | The Claim filed for \$33,423.00 exceeds the amount of \$26,636.00 set forth in the Debtors' books and records |
| 22 | David Stitz Painting Contractors LLC | 1504 | \$54,250.10 | \$28,663.00 | The Claim filed for \$54,250.10 exceeds the amount of \$28,663.00 set forth in the Debtors' books and records |
| 23 | DC Builders, Inc. | 341 | \$96,992.50 | \$59,523.00 | The Claim filed for \$96,992.50 exceeds the amount of \$59,523.00 set forth in the Debtors' books and records |
| 24 | Design Innovations | 658 | \$29,087.25 | \$26,615.00 | The Claim filed for \$29,087.25 exceeds the amount of \$26,615.00 set forth in the Debtors' books and records |
| 25 | Dula Construction Co. Inc. | 2007 | \$50,610.75 | \$48,511.00 | The Claim filed for \$50,610.75 exceeds the amount of \$48,511.00 set forth in the Debtors' books and records |
| 26 | Eco Turf, Inc. | 1471 | \$26,773.06 | \$24,611.00 | The Claim filed for \$26,773.06 exceeds the amount of \$24,611.00 set forth in the Debtors' books and records |

Exhibit A
Books & Records

| Claimant | Claim Number | Claim Amount | Modified Claim Amount | Reason for Modification |
|---|---------------------|---------------------|------------------------------|---|
| 27 Eric's Nursery & Garden Center | 2059 | \$45,000.00 | \$44,458.08 | The Claim filed for \$45,000.00 exceeds the amount of \$44,458.08 set forth in the Debtors' books and records |
| 28 Excel Contractors LLC | 3 | \$402,810.24 | \$356,746.00 | The Claim filed for \$402,810.24 exceeds the amount of \$44,458.08 set forth in the Debtors' books and records |
| 29 Excel Contractors, LLC | 1462 | \$409,585.24 | \$356,746.00 | The Claim filed for \$409,585.24 exceeds the amount of \$356,746.00 set forth in the Debtors' books and records |
| 30 Feinberg & Associates, P.C. | 562 | \$460,926.58 | \$208,118.00 | The Claim filed for \$460,926.58 exceeds the amount of \$208,118.00 set forth in the Debtors' books and records |
| 31 Ferguson Interior Trim, Inc. | 1141 | \$219,266.09 | \$216,945.00 | The Claim filed for \$219,266.09 exceeds the amount of \$216,945.00 set forth in the Debtors' books and records |
| 32 Garden State Foundation Waterproofing Inc. | 482 | \$60,392.03 | \$45,057.00 | The Claim filed for \$60,392.03 exceeds the amount of \$45,057.00 set forth in the Debtors' books and records |
| 33 GE Consumer & Industrial f/k/a GE Appliances | 40 | \$168,045.79 | \$152,064.00 | The Claim filed for \$168,045.79 exceeds the amount of \$152,064.00 set forth in the Debtors' books and records |
| 34 Greenbaum, Rowe, Smith & Davis LLP | 504 | \$66,145.60 | \$10,265.00 | The Claim filed for \$66,145.60 exceeds the amount of \$10,265.00 set forth in the Debtors' books and records |
| 35 Hale & Son Construction, Inc. | 588 | \$46,987.00 | \$33,367.00 | The Claim filed for \$46,987.00 exceeds the amount of \$33,367.00 set forth in the Debtors' books and records |
| 36 Hammond & Co., Inc. | 491 | \$100,109.00 | \$13,443.00 | The Claim filed for \$100,109.00 exceeds the amount of \$13,443.00 set forth in the Debtors' books and records |
| 37 Heritage Hill Const. LLC | 1033 | \$51,229.24 | \$43,701.00 | The Claim filed for \$51,229.24 exceeds the amount of \$43,701.00 set forth in the Debtors' books and records |
| 38 High Fidelity House, Inc. | 350 | \$45,667.98 | \$28,008.00 | The Claim filed for \$45,667.98 exceeds the amount of \$28,008.00 set forth in the Debtors' books and records |
| 39 Holland Marble | 1364 | \$33,101.89 | \$23,521.00 | The Claim filed for \$33,101.89 exceeds the amount of \$23,521.00 set forth in the Debtors' books and records |

Exhibit A
Books & Records

| Claimant | Claim Number | Claim Amount | Modified Claim Amount | <u>Reason for Modification</u> |
|--|---------------------|---------------------|------------------------------|---|
| 40 Houston Stafford Electric Inc. | 944 | \$31,830.20 | \$30,350.56 | The Claim filed for \$31,830.20 exceeds the amount of \$30,350.56 set forth in the Debtors' books and records |
| 41 Intelco of Delaware Valley | 390 | \$50,497.52 | \$44,970.00 | The Claim filed for \$50,497.52 exceeds the amount of \$44,970.00 set forth in the Debtors' books and records |
| 42 J M Pereira & Sons, Inc. | 1379 | \$603,412.60 | \$579,424.00 | The Claim filed for \$603,412.60 exceeds amount of \$579,424.00 set forth in the Debtors' books and records |
| 43 Joffe Lumber & Supply Co., Inc. | 1272 | \$444,490.28 | \$400,016.00 | The Claim filed for \$444,490.28 exceeds the amount of \$400,016.00 set forth in the Debtors' books and records |
| 44 Judah Inc. t/a Holland Floor Covering | 296 | \$165,718.84 | \$117,121.00 | The Claim filed for \$165,718.84 exceeds the amount of \$117,121.00 set forth in the Debtors' books and records |
| 45 Kaiser Landscape Management | 9 | \$158,162.61 | \$130,514.00 | The Claim filed for \$158,162.61 exceeds the amount of \$130,514.00 set forth in the Debtors' books and records |
| 46 Kershbraumer Stairs LLC | 2010 | \$53,790.00 | \$24,080.00 | The Claim filed for \$53,790.00 exceeds the amount of \$24,080.00 set forth in the Debtors' books and records |
| 47 Lamacraft Inc. | 1075 | \$50,497.52 | \$712.00 | The Claim filed for \$50,497.52 exceeds the amount of \$712.00 set forth in the Debtors' books and records |
| 48 Land-Tech Enterprises, Inc. | 427 | \$251,705.79 | \$102,953.00 | The Claim filed for \$251,705.79 exceeds the amount of \$102,953.00 set forth in the Debtors' books and records |
| 49 Leal Brothers Concrete Co., Inc. | 1027 | \$347,503.98 | \$334,272.00 | The Claim filed for \$347,503.98 exceeds the amount of \$334,272.00 set forth in the Debtors' books and records |
| 50 Lyons & Hohl, Inc. | 758 | \$131,615.50 | \$6,133.00 | The Claim filed for \$131,615.50 exceeds the amount of \$6,133.00 set forth in the Debtors' books and records |
| 51 Machine Drywall North II | 114 | \$94,635.36 | \$88,974.00 | The Claim filed for \$94,635.36 exceeds the amount of \$88,974.00 set forth in the Debtors' books and records |
| 52 Mainline Information Systems, Inc. | 1011 | \$39,431.40 | \$6,731.00 | The Claim filed for \$39,431.40 exceeds the amount of \$6,731.00 set forth in the Debtors' books and records |

Exhibit A
Books & Records

| Claimant | Claim Number | Claim Amount | Modified Claim Amount | Reason for Modification |
|---|---------------------|---------------------|------------------------------|---|
| 53 Manko, Gold, Katcher & Fox, LLP | 344 | \$30,819.50 | \$0.00 | The Claim filed for \$30,819.50 exceeds the amount of \$0.00 set forth in the Debtors' books and records |
| 54 Marone Contractors, Inc. | 1901 | \$276,418.99 | \$201,458.00 | The Claim filed for \$276,418.99 exceeds the amount of \$201,458.00 set forth in the Debtors' books and records |
| 55 Marshall Sabatini PC | 1516 | \$37,665.52 | \$25,093.00 | The Claim filed for \$37,665.52 exceeds the amount of \$25,093.00 set forth in the Debtors' books and records |
| 56 Maser Consulting PA | 1487 | \$28,390.87 | \$13,244.00 | The Claim filed for \$28,390.87 exceeds the amount of \$13,244.00 set forth in the Debtors' books and records |
| 57 Moulton H. Davis Estate, Inc. t/a/ Davis Lumber | 501 | \$149,162.50 | \$135,034.00 | The Claim filed for \$149,162.50 exceeds the amount of \$135,034.00 set forth in the Debtors' books and records |
| 58 Nassau Construction Co., Inc. | 811 | \$231,855.80 | \$224,613.00 | The Claim filed for \$231,855.80 exceeds the amount of \$224,613.00 set forth in the Debtors' books and records |
| 59 New Life Farm Built (Ben Pagano, Inc.) | 1540 | \$48,396.00 | \$45,431.00 | The Claim filed for \$48,396.00 exceeds the amount of \$45,431.00 set forth in the Debtors' books and records |
| 60 Ocean Atlantic/PFG-Southbury, LLC | 2040 | \$96,421.00 | \$0.00 | The Claim filed for \$96,421.00 exceeds the amount of \$0.00 set forth in the Debtors' books and records |
| 61 Pace Advertising Agency | 298 | \$218,468.13 | \$208,000.00 | The Claim filed for \$218,468.13 exceeds the amount of \$208,000.00 set forth in the Debtors' books and records |
| 62 Precision Drywall Services | 115 | \$180,055.20 | \$130,228.00 | The Claim filed for \$180,055.20 exceeds the amount of \$130,228.00 set forth in the Debtors' books and records |
| 63 Price Brothers, Inc. | 626 | \$263,015.66 | \$237,886.00 | The Claim filed for \$263,015.66 exceeds the amount of \$237,886.00 set forth in the Debtors' books and records |
| 64 Public Service Electric & Gas Company | 1231 | \$26,065.57 | \$21,102.00 | The Claim filed for \$26,065.57 exceeds the amount of \$21,102.00 set forth in the Debtors' books and records |
| 65 R M Sellergren & Associates, Inc. | 988 | \$83,389.55 | \$60,636.00 | The Claim filed for \$83,389.55 exceeds the amount of \$60,636.00 set forth in the Debtors' books and records |

Exhibit A
Books & Records

| Claimant | Claim Number | Claim Amount | Modified Claim Amount | <u>Reason for Modification</u> |
|--|---------------------|---------------------|------------------------------|--|
| 66 R. Brewer Landscaping LLC | 1068 | \$49,077.90 | \$7,834.00 | The Claim filed for \$49,077.00 exceeds the amount of \$7,834.00 set forth in the Debtors' books and records |
| 67 Romaine Landscaping | 549 | \$67,361.99 | \$64,482.00 | The Claim filed for \$67,361.99 exceeds the amount of \$64,482.00 set forth in the Debtors' books and records |
| 68 Salmon, Ricchezza, Singer & Truchi, LLP | 1626 | \$44,682.83 | \$31,822.00 | The Claim filed for \$44,682.83 exceeds the amount of \$31,822.00 set forth in the Debtors' books and records |
| 69 Sclafini, Margaret | 1619 | \$325,000.00 | \$175,000.00 | The Claim filed for \$325,000.00 exceeds the amount of \$175,000.00 set forth in the Debtors' books and records |
| 70 Sections Fence Company LLC | 428 | \$47,536.17 | \$40,684.00 | The Claim filed for \$47,536.17 exceeds the amount of \$40,684.00 set forth in the Debtors' books and records |
| 71 Servpro of Northeast Mecklenburg | 89 | \$32,403.56 | \$4,040.00 | The Claim filed for \$32,403.56 exceeds the amount of \$4,040.00 set forth in the Debtors' books and records |
| 72 Summit Electric Inc. | 835 | \$82,445.67 | \$64,905.00 | The Claim filed for \$82,445.67 exceeds the amount of \$64,905.00 set forth in the Debtors' books and records |
| 73 Sunrise Concrete Company Inc. | 1652 | \$822,794.07 | \$628,034.00 | The Claim filed for \$822,794.07 exceeds that amount of \$628,034.00 set forth in the Debtors' books and records |
| 74 Tayco Electric, Inc. | 303 | \$59,475.00 | \$48,008.00 | The Claim filed for \$59,475.00 exceeds the amount of \$48,008.00 set forth in the Debtors' books and records |
| 75 Taylor Wiseman & Taylor | 1363 | \$131,322.50 | \$100,496.00 | The Claim filed for \$131,322.50 exceeds the amount of \$100,496.00 set forth in the Debtors' books and records |
| 76 TC Electric Company | 2 | \$46,221.45 | \$23,904.00 | The Claim filed for \$46,221.45 exceeds the amount of \$23,904.00 set forth in the Debtors' books and records |
| 77 TCI Contracting, LLC | 2006 | \$31,136.48 | \$0.00 | The Claim filed for \$31,136.48 exceeds the amount of \$0.00 set forth in the Debtors' books and records |
| 78 The Genesio Company | 950 | \$72,424.00 | \$17,236.00 | The Claim filed for \$72,424.00 exceeds the amount of \$17,236.00 set forth in the Debtors' books and records |

Exhibit A
Books & Records

| Claimant | Claim Number | Claim Amount | Modified Claim Amount | <u>Reason for Modification</u> |
|--|---------------------|---------------------|------------------------------|---|
| 79 The Jewell Agency | 179 | \$161,169.08 | \$159,574.00 | The Claim filed for \$161,169.08 exceeds the amount of \$159,574.00 set forth in the Debtors' books and records |
| 80 Thermal Design, Inc. | 1031 | \$92,839.99 | \$0.00 | The Claim filed for \$92,839.99 exceeds the amount of \$0.00 set forth in the Debtors' books and records |
| 81 Todd Lyons Paving, Inc. | 290 | \$38,625.65 | \$25,453.00 | The Claim filed for \$38,625.65 exceeds the amount of \$25,453.00 set forth in the Debtors' books and records |
| 82 Trimason of Richmond Inc. | 1941 | \$236,126.33 | \$181,180.00 | The Claim filed for \$236,126.33 exceeds the amount of \$181,180.00 set forth in the Debtors' books and records |
| 83 Universal Supply Co. Inc. | 1118 | \$302,445.05 | \$147,496.00 | The Claim filed for \$302,445.05 exceeds the amount of \$147,496.00 set forth in the Debtors' books and records |
| 84 Vaughan's Grading | 1259 | \$58,117.00 | \$43,198.00 | The Claim filed for \$58,117.00 exceeds the amount of \$43,198.00 set forth in the Debtors' books and records |
| 85 Veith Ent., Inc. | 165 | \$40,748.94 | \$26,290.00 | The Claim filed for \$40,748.94 exceeds the amount of \$26,290.00 set forth in the Debtors' books and records |
| 86 Walter Jara Painting, LLC | 1926 | \$45,889.44 | \$30,858.00 | The Claim filed for \$45,889.44 exceeds the amount of \$30,858.00 set forth in the Debtors' books and records |
| 87 Wells Fargo Financial Leasing, Inc. | 88 | \$27,955.11 | \$15,702.00 | The Claim filed for \$27,955.11 exceeds the amount of \$15,702.00 set forth in the Debtors' books and records |
| 88 Wolf Block LLP | 492 | \$120,870.52 | \$0.00 | The Claim filed for \$120,870.52 exceeds the amount of \$0.00 set forth in the Debtors' books and records |

Exhibit B
Unsupported Claims

Exhibit B
Insufficient Documentation

| | Claimant | Claim Number | Claim Amount | Reason for Disallowance |
|---|--------------------------|---------------------|---------------------|---|
| 1 | 528 Associates | 439 | \$450,000.00 | Claim Number 439 provides insufficient documentation to support a claim against the Debtors' estates |
| 2 | Ahmed, Khawar & Sadia | 621 | \$131,000.00 | Claim Number 621 provides insufficient documentation to support a claim against the Debtors' estates |
| 3 | Alexander, Roslyn | 2337 | Unliquidated | Claim Number 2337 provides insufficient documentation to support a claim against the Debtors' estates |
| 4 | Amlie, Thor | 84 | \$355,300.00 | Claim Number 84 provides insufficient documentation to support a claim against the Debtors' estates |
| 5 | Brindle, Jeff & Tina | 1217 | \$336,390.00 | Claim Number 1217 provides insufficient documentation to support a claim against the Debtors' estates |
| 6 | Chang, Shang & Kitty | 1366 | \$582,814.00 | Claim Number 1366 provides insufficient documentation to support a claim against the Debtors' estates |
| 7 | Cruz, Albert | 1943 | \$35,000.00 | Claim Number 1943 provides insufficient documentation to support a claim against the Debtors' estates |
| 8 | EJK Site Works, LLC | 1151 | \$36,110.00 | Claim Number 1152 provides insufficient documentation to support a claim against the Debtors' estates |
| 9 | Homes & Land of Richmond | 1025 | \$2,757.00 | Claim Number 1025 provides insufficient documentation to support a claim against the Debtors' estates |

Exhibit B
Insufficient Documentation

| | Claimant | Claim Number | Claim Amount | Reason for Disallowance |
|----|--------------------------------|---------------------|---------------------|--|
| 10 | Homes & Land of Richmond | 2103* | \$2,637.00 | Claim Number 2103 provides insufficient documentation to support a claim against the Debtors' estates |
| 11 | Indoor Air Systems, Inc. | 2142* | \$3,220.00 | Invoices are completely illegible and, accordingly, Claim Number 878 provides insufficient documentation to support a claim against the Debtors' estates |
| 12 | Kownurko, Nicholas & Virginia | 1527 | \$50,000.00 | Claim Number 1527 provides insufficient documentation to support a claim against the Debtors' estates |
| 13 | Panettieri, Jr., Reynold | 1063 | \$40,000.00 | Claim Number 1063 provides insufficient documentation to support a claim against the Debtors' estates |
| 14 | Powell, Edmund | 892 | \$1,000.00 | Claim Number 892 provides insufficient documentation to support a claim against the Debtors' estates. |
| 15 | Rambo, William & Karen | 1228 | \$50,000.00 | Claim Number 1228 provides insufficient documentation to support a claim against the Debtors' estates |
| 16 | Silverman, Charles H. & Andrea | 430 | \$125,000.00 | Claim Number 430 provides insufficient documentation to support a claim against the Debtors' estates |
| 17 | Smith, Chester & Raji V. Ramen | 79 | \$83,910.00 | Claim Number 79 provides insufficient documentation to support a claim against the Debtors' estates |

* This claim is not currently a Class 3 Claim (general unsecured claim); however, the Reorganized Debtors have objected to this claim as being misclassified, which objection is pending. Assuming this claim is reclassified, the Creditor Agent has standing to object to this claim pursuant to section 6.13 of the Plan.

Exhibit B
Insufficient Documentation

| | Claimant | Claim Number | Claim Amount | Reason for Disallowance |
|----|--------------------------------|---------------------|---------------------|---|
| 18 | Snyder, Jeffrey M. & Judith B. | 429 | \$125,000.00 | Claim Number 429 provides insufficient documentation to support a claim against the Debtors' estates |
| 19 | Stahl, Ursula & Hans J. | 1204 | \$50,000.00 | Claim Number 1204 provides insufficient documentation to support a claim against the Debtors' estates |

Exhibit C
Excessive Claims

Exhibit C
Excessive Claims

| | Claimant | Claim Number | Claim Amount | Modified Amount | Reason for Disallowance |
|---|-------------------------------|---------------------|---------------------|------------------------|---|
| 1 | Red Lion Insulation Company | 182 | \$10,257.16 | \$7,050.81 | Claim Number 182 contains invoices, which only support a claim in the amount of \$7,050.81 |
| 2 | Amlie, Thor | 84 | \$355,300.00 | \$62,700.00 | Claim Number 84 arises from an employment contract and exceeds the statutory limit set by § 507(b)(7) of the Bankruptcy Code |
| 3 | Alexander, Nicole | 618 | \$63,325.00 | \$0.00 | Claim Number 618 arises from a deposit paid into escrow and said claim was extinguished by this Court's entry of the Order Authorizing and Directing Turnover of Certain Real Estate Escrow Deposits [Docket No. 2845] |
| 4 | Kownurko, Nicholas & Virginia | 1527 | \$50,000.00 | \$0.00 | Claim Number 1527 arises from a deposit paid into escrow and said claim was extinguished by this Court's entry of the Order Authorizing and Directing Turnover of Certain Real Estate Escrow Deposits [Docket No. 2845] |
| 5 | Rambo, William & Karen | 1228 | \$50,000.00 | \$0.00 | Claim Number 1228 arises from a deposit paid into escrow and said claim was extinguished by this Court's entry of the Order Authorizing and Directing Turnover of Certain Real Estate Escrow Deposits [Docket No. 2845] |

Exhibit D
Proposed Form of Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ORLEANS HOMEBUILDERS, INC., et al.,¹

Reorganized Debtors.

Chapter 11

Case No.: 10-10684 (PJW)
Jointly Administered

Related to Docket No. _____

**ORDER GRANTING UNSECURED CREDITOR AGENT'S SIXTH OMNIBUS
OBJECTION TO CLAIMS PURSUANT TO 11 U.S.C. § 502(b), FED. R. BANKR. P. 3007
AND DEL. BANKR. L.R. 3007-1 (SUBSTANTIVE OBJECTIONS)**

Upon consideration of the Unsecured Creditor Agent's Sixth Omnibus Objection To Claims Pursuant To 11 U.S.C. § 502(b), Fed. R. Bankr. P. 3007 And Del. Bankr. L.R. 3007-1 (Substantive Objections)² (the "Objection"); and upon consideration of the Declaration of Clifford A. Zucker In Support Of The Unsecured Creditor Agent's Sixth Omnibus Objection To Claims Pursuant To 11 U.S.C. § 502(b), Fed. R. Bankr. P. 3007 And Del. Bankr. L.R. 3007-1 (Substantive Objections); and upon consideration of any and all responses filed to the Objection; and after a hearing to consider the Objection and any and all responses thereto; and it appearing that each holder of a claim that is the subject to the Objection was properly and timely served

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's tax identification number, are: Orleans Homebuilders, Inc. (4323), Brookshire Estates, L.P. (8725), Community Management Services Group, Inc. (6620), Greenwood Financial Inc. (7510), Masterpiece Homes, LLC (1971), OHB Homes, Inc. (0973), OHI Financing, Inc. (6591), OHI PA GP, LLC (2675), OPCNC, LLC (8853), Orleans Arizona Realty, LLC (9174), Orleans Arizona, Inc. (2640), Orleans at Bordentown, LLC (4968), Orleans at Cooks Bridge, LLC (4185), Orleans at Covington Manor, LLC (9891), Orleans at Crofton Chase, LLC (8809), Orleans at East Greenwich, LLC (9814), Orleans at Elk Township, LLC (6891), Orleans at Evesham, LLC (7244), Orleans at Falls, LP (2735), Orleans at Hamilton, LLC (9679), Orleans at Harrison, LLC (4155), Orleans at Hidden Creek, LLC (3301), Orleans at Jennings Mill, LLC (4693), Orleans at Lambertville, LLC (0615), Orleans at Limerick, LP (7791), Orleans at Lower Salford, LP(9523), Orleans at Lyons Gate, LLC (2857), Orleans at Mansfield LLC (1498), Orleans at Maple Glen LLC (7797), Orleans at Meadow Glen, LLC (4966), Orleans at Millstone River Preserve, LLC (8810), Orleans at Millstone, LLC (8063), Orleans at Moorestown, LLC (9250), Orleans at Tabernacle, LLC (9927), Orleans at Thornbury, L.P. (4291), Orleans at Upper Freehold, LLC (3225), Orleans at Upper Saucon, L.P. (3715), Orleans at Upper Uwchlan, LP (8394), Orleans at Wallkill, LLC (2875), Orleans at West Bradford, LP (9481), Orleans at West Vincent, LP (9557), Orleans at Westampton Woods, LLC (8095), Orleans at Windsor Square, LP (9481), Orleans at Woolwich, LLC (9215), Orleans at Wrightstown, LP (9701), Orleans Construction Corp. (0893), Orleans Corporation (8770), Orleans Corporation of New Jersey (5325), Orleans DK, LLC (5308), Orleans RHIL, LP (1938), Parker & Lancaster Corporation (1707), Parker & Orleans Homebuilders, Inc. (5269), Parker Lancaster, Tidewater, L.L.C. (7432), Realen Homes, L.P. (8293), RHGP LLC (8197), Sharp Road Farms Inc. (1871), Stock Grange, LP (4027) and Wheatley Meadows Associates (5459).

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Objection.

with a copy of the Objection and Exhibits A, B, C, and D thereto; and it appearing that the relief requested in the Objection is in the best interest of the Reorganized Debtors and their estates, and good cause appearing for the relief requested in the Objection, it is hereby

1. **ORDERED**, that the Objection is GRANTED [as modified herein]; and it is further

2. **ORDERED**, that the claims set forth on Exhibit "A" hereto, the Overstated Claims, are reduced as set forth on Exhibit "A"; and it is further

3. **ORDERED**, that the claims set forth on Exhibit "B" hereto, the Unsupported Claims, are disallowed and/or expunged in their entirety as set forth on Exhibit "B"; and it is further

4. **ORDERED**, that the claims set forth on Exhibit "C" hereto, the Excessive Claims, are reduced as set forth on Exhibit "C"; and it is further

5. **ORDERED**, that the Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to this Order.

Dated: _____, 2011
Wilmington, Delaware

Peter J. Walsh
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ORLEANS HOMEBUILDERS, INC., et al.,¹

Reorganized Debtors.

Chapter 11

Case No.: 10-10684 (PJW)

Jointly Administered

Objection Deadline: June 13, 2011 at 4:00 p.m. (ET)

Hearing Date: June 27, 2011 at 11:00 a.m. (ET)

**NOTICE OF UNSECURED CREDITOR AGENT'S SIXTH OMNIBUS OBJECTION TO
CLAIMS PURSUANT TO 11 U.S.C. § 502(b), FED. R. BANKR. P. 3007 AND
DEL. BANKR. L.R. 3007-1 (SUBSTANTIVE OBJECTIONS)**

PLEASE TAKE NOTICE that on May 13, 2011, J.H. Cohn LLP, acting as the Unsecured Creditor Agent (the "Creditor Agent") in the above-captioned chapter 11 cases, filed the **Unsecured Creditor Agent's Sixth Omnibus Objection To Claims Pursuant To 11 U.S.C. § 502(b), Fed. R. Bankr. P. 3007 And Del. Bankr. L.R. 3007-1 (Substantive Objections)** (the "Objection").

PLEASE TAKE FURTHER NOTICE that each claimant that has filed a claim that is affected by the Objection is receiving a copy of the Objection and this Notice. Each claimant

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's tax identification number, are: Orleans Homebuilders, Inc. (4323), Brookshire Estates, L.P. (8725), Community Management Services Group, Inc. (6620), Greenwood Financial Inc. (7510), Masterpiece Homes, LLC (1971), OHB Homes, Inc. (0973), OHI Financing, Inc. (6591), OHI PA GP, LLC (2675), OPCNC, LLC (8853), Orleans Arizona Realty, LLC (9174), Orleans Arizona, Inc. (2640), Orleans at Bordentown, LLC (4968), Orleans at Cooks Bridge, LLC (4185), Orleans at Covington Manor, LLC (9891), Orleans at Crofton Chase, LLC (8809), Orleans at East Greenwich, LLC (9814), Orleans at Elk Township, LLC (6891), Orleans at Evesham, LLC (7244), Orleans at Falls, LP (2735), Orleans at Hamilton, LLC (9679), Orleans at Harrison, LLC (4155), Orleans at Hidden Creek, LLC (3301), Orleans at Jennings Mill, LLC (4693), Orleans at Lambertville, LLC (0615), Orleans at Limerick, LP (7791), Orleans at Lower Salford, LP(9523), Orleans at Lyons Gate, LLC (2857), Orleans at Mansfield LLC (1498), Orleans at Maple Glen LLC (7797), Orleans at Meadow Glen, LLC (4966), Orleans at Millstone River Preserve, LLC (8810), Orleans at Millstone, LLC (8063), Orleans at Moorestown, LLC (9250), Orleans at Tabernacle, LLC (9927), Orleans at Thornbury, L.P. (4291), Orleans at Upper Freehold, LLC (3225), Orleans at Upper Saucon, L.P. (3715), Orleans at Upper Uwchlan, LP (8394), Orleans at Wallkill, LLC (2875), Orleans at West Bradford, LP (9481), Orleans at West Vincent, LP (9557), Orleans at Westampton Woods, LLC (8095), Orleans at Windsor Square, LP (9481), Orleans at Woolwich, LLC (9215), Orleans at Wrightstown, LP (9701), Orleans Construction Corp. (0893), Orleans Corporation (8770), Orleans Corporation of New Jersey (5325), Orleans DK, LLC (5308), Orleans RHIL, LP (1938), Parker & Lancaster Corporation (1707), Parker & Orleans Homebuilders, Inc. (5269), Parker Lancaster, Tidewater, L.L.C. (7432), Realen Homes, L.P. (8293), RHGP LLC (8197), Sharp Road Farms Inc. (1871), Stock Grange, LP (4027) and Wheatley Meadows Associates (5459).

should read the Objection and review the Exhibits attached thereto, which list all of the claims that are subject to the Objection and the grounds for each objection.

PLEASE TAKE FURTHER NOTICE that a hearing on the Objection will be held before the Honorable Peter J. Walsh in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, on **June 27, 2010 at 11:00 a.m. (Prevailing Eastern Time)** on the 6th Floor in Courtroom #2 (the "Hearing").

PLEASE TAKE FURTHER NOTICE that any party wishing to oppose the relief requested in the Objection must file a written response with the Clerk in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and serve it so as to be received by the undersigned counsel by **June 13, 2011 at 4:00 p.m. (Prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that any response filed with the Court must contain, at a minimum, the following:

(a) a caption setting forth the name of the Court, the name of the Debtor, the case number and the title of this Objection;

(b) the name of the claimant and the description of the basis for the amount of the claim, a concise statement setting forth the reasons why the claim should not be disallowed, reclassified or reduced for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal basis upon which the claimant will rely in opposing the Objection;

(c) all documentation or other evidence of the claim, to the extent not included with the proof of claim previously filed with the Bankruptcy Court, upon which the claimant will rely in opposing the Objection at the Hearing; and

(d) the name, address, and telephone number of the person (which may be the claimant or the claimant's legal representative) who has authority to reconcile, settle, or otherwise resolve the claim on behalf of the claimant.

PLEASE TAKE FURTHER NOTICE that if you file a response to the Objection, you should be prepared to argue that response at the Hearing. You may participate in the Hearing telephonically by calling Court Call by phone at (866) 582-6878 no later than 12:00 p.m. one (1)

business day prior to the Hearing and by providing written notification to the undersigned counsel. You need not appear at (or participate in) the Hearing if you do not object to the relief requested in the Objection.

PLEASE TAKE FURTHER NOTICE that if you do not timely file and serve a response to the Objection, the relief requested in the Objection may be granted without further notice to you.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued from time to time upon written notice to you or as declared orally at the Hearing.

[Remainder of Page Intentionally Left Blank]

PLEASE TAKE FURTHER NOTICE that the Creditor Agent reserves the right to object in the future (on behalf of themselves and their estates) to any of the claims that are the subject of this Objection on any further or additional grounds. Separate notice will be provided and a separate hearing will be scheduled for any such objection.

Dated: May 13, 2011
Wilmington, Delaware

Respectfully submitted,

/s/ Lawrence J. Kotler
Lawrence J. Kotler (DE 4181)
Sommer L. Ross (DE 4598)
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Counsel to Unsecured Creditor Agent